



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Sub: Voting results of 41st Annual General Meeting

41st Annual General Meeting of the members of NTPC Limited was held on Wednesday, 20th September, 2017 at 10.30 a.m. at Manekshaw Centre, New Delhi.

In compliance with provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Remote E- voting facility was provided to all the Shareholders of the Company in respect of items to be transacted at the Annual General Meeting. The period of e-voting started at 9:00 a.m. on 16th September, 2017 and ended at 5:00 p.m. on 19th September, 2017. Further, members who did not cast their vote through remote e-voting, were allowed to cast their vote at the venue of the meeting through Ballot Papers.

Shri Amit Kaushal, Practicing Company Secretary was appointed as scrutinizer for conducting e-voting and voting through ballots in true and fair manner. After completion of e-voting and polling at AGM, Scrutinizer has handed over his Report. The same is enclosed at Annexure-I.

Based on the report of the scrutinizer, details of voting on the below mentioned resolutions are as under:

Res.. No.	Resolution	No. of Votes in favour	% of votes in favour (approx.)	No. of Votes against	% of votes Against (approx.)	Invalid votes
1.	Adoption of audited standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.	7585456660	99.865702	10200831	0.134298	63219868
2.	Confirmation of payment of interim dividend and to declare final dividend for the year 2016-17.	7658989902	99.999999	69	0.000001	2084003
3.	Re-appointment of Shri K.K.Sharma (DIN: 03014947), who retires by rotation	7028042640	92.533400	567098864	7.466600	65932470
4.	Fixation of remuneration of Statutory Auditors	7652580487	99.916324	6408762	0.083676	2084724
5.	Appointment of Shri Saptarshi Roy (DIN: 03584600), as Director (Human Resources)	7032519385	92.592341	562622176	7.407659	65932413
6.	Appointment of Shri Anand Kumar Gupta (DIN: 07269906), as Director (Commercial)	7032520643	92.592358	562620881	7.407642	65932450

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, टेलीफोन नं.: 011-24387333, फैक्स नं.: 011-24361018, ईमेल: ntpccc@ntpc.co.in, वेबसाइट: www.ntpc.co.in

Registered Office : NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110003

Corporate Identification Number : L40101DL1975GOI007966, Telephone No.: 011-24387333, Fax No.: 011-24361018, E-mail : ntpccc@ntpc.co.in


Website : www.ntpc.co.in

7.	Ratification of remuneration of the Cost Auditors for the financial year 2017-18	7658986170 ✓	99.999962 ✓	2930 ✓	0.000038 ✓	2084874 ✓
8.	Raising of funds upto Rs. 15,000 Crore through issue of Bonds/Debentures on Private Placement basis	7658982779 ✓	99.999917 ✓	6338 ✓	0.000083 ✓	2084857 ✓
9.	Amending Articles of Association of the Company to insert provision regarding Consolidation and re-issuance of debt Securities	7658985975 ✓	99.999959 ✓	3115 ✓	0.000041 ✓	2084884 ✓

(Note: Percentage of votes in assent and percentage of votes in dissent have been rounded off upto 6 digits after decimal)

Accordingly, as per the above voting results, the all resolutions proposed at the 41st AGM were passed with requisite majority.

For NTPC Limited



(Gurdeep Singh)

Chairman & Managing Director

Place: New Delhi

Dated: 21/9/2017



Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014]

To

Mr. Gurdeep Singh
The Chairman & Managing Director,
NTPC LIMITED

& Chairman of AGM held on 20th September, 2017
at Manekshaw Centre, Parade Road,
New Delhi- 110010

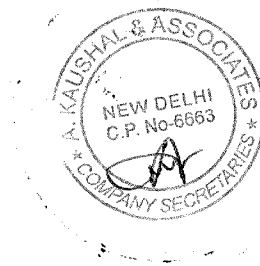
Sub: Scrutinizer's Report on remote e-voting and Poll conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 for the 41st Annual General Meeting of NTPC Limited held on Wednesday, 20th September, 2017 at 10:30 A.M.

Dear Sir,


Please refer to your confirmation dated 29th July, 2017 appointing us as Scrutinizer for the purpose of scrutinizing the physical ballot and e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Amendment, 2014.


I, **CS Amit Kaushal** of **A. Kaushal & Associates**, Company Secretaries, having office at A-308, LGF, Defence Colony, New Delhi- 110024, submit my report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notice of the 41st Annual General Meeting of the Equity Shareholders of NTPC Limited (CIN: L40101DL1975GOI007966) ("**the Company**"), convened on Wednesday, 20th September, 2017 at 10:30 A.M. at Manekshaw Centre, Parade Road, New Delhi- 110010 were sent to the members.
2. The Shareholders holding shares as on the "cut off" date i.e. 13th September, 2017, were entitled to vote on the proposed resolutions (9 items as set out in the Notice of the 41st AGM of NTPC Limited).
3. Detailed instructions relating to polls and remote e-voting facility along with login details were provided to the equity shareholders.
4. The Company has also published the information relating to remote e-voting in the newspapers namely, Jansatta (Hindi Daily), Financial Express (English Daily) and in the Indian Express (English Daily) on 27th August, 2017.



5. The remote e-voting period commenced on Saturday, 16th September, 2017 (9:00 A.M. IST) and concluded on Tuesday, 19th September, 2017 (5:00 P.M. IST) for the purpose of Annual General Meeting held on 20th September, 2017 at 10:30 AM.
6. After the time fixed for closing of the poll by the Chairman during the Annual General Meeting, 2 (two) ballot boxes kept for polling, were locked in my presence with due identification marks placed by me.
7. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company namely M/s Karvy Computershare Pvt. Ltd. and the authorizations/ proxies lodged with the Company.
8. The members have also casted their votes through remote e-voting facility provided by the Karvy Computershare Pvt. Ltd. ("**the Karvy**") on the designated website <https://evoting.karvy.com>
9. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the Karvy on the designated website.
10. No members, who have used the facility of remote e-voting, have casted their vote at the Annual General Meeting of the Company.
11. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Annual General Meeting on **Wednesday, 20th September, 2017**, in the presence of 2 (two) witnesses Mr. Ashutosh Kumar and Mr. Yogesh Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mr. Ashutosh Kumar


Mr. Yogesh Kumar

12. The e-voting data was scrutinized by me for verification of votes casted in favour and against the resolution.
13. The result of voting (including remote e-voting) on the below mentioned resolution is as under:

1. To consider and adopt:

- (a) **The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.**
- (b) **The audited Consolidated Financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon.**



Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (a) (as Ordinary Resolution)	E-Voting	2381825611	99.573549	10200831	0.426451	63219667
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7585456660	99.865702	10200831	0.134298	63219868

2. To confirm payment of interim dividend and declare final dividend for the year 2016-17.

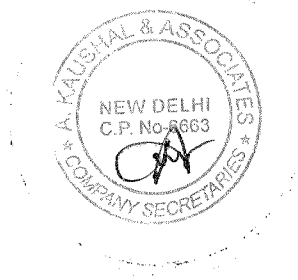
Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	2455358853	99.999997	69	0.000003	2083802
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7658989902	99.999999	69	0.000001	2084003

3. To appoint a Director in place of Shri K.K. Sharma (DIN: 03014947), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	1824411591	76.287000	567098864	23.713000	65932269
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7028042640	92.533400	567098864	7.466600	65932470



4. To fix the remuneration of the Statutory Auditors for the year 2017-18.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	2448949438	99.738989	6408762	0.261011	2084523
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7652580487	99.916324	6408762	0.083676	2084724

5. To appoint Shri Saptarshi Roy (DIN: 03584600), as Director (Human Resources) of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5 (as Ordinary Resolution)	E-Voting	1828888336	76.474192	562622176	23.525808	65932212
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7032519385	92.592341	562622176	7.407659	65932413

6. To appoint Shri Anand Kumar Gupta (DIN: 07269906), as Director (Commercial) of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Ordinary Resolution)	E-Voting	1828889594	76.474246	562620881	23.525754	65932249
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7032520643	92.592358	562620881	7.407642	65932450



7. To ratify the remuneration of the Cost Auditors for the financial year 2017-18.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Ordinary Resolution)	E-Voting	2455355121	99.999881	2930	0.000119	2084673
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7658986170	99.999962	2930	0.000038	2084874

8. To raise funds upto Rs. 15,000 Crore through issue of Bonds/Debentures on Private Placement basis.

Voted in "Favour" or "Against" of the resolution:

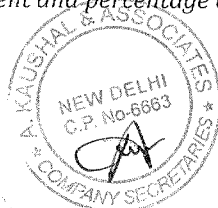
Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 8 (as Special Resolution)	E-Voting	2455351730	99.999742	6338	0.000258	2084656
	Poll	5203631049	100.000000	0	0.000000	201
	TOTAL	7658982779	99.999917	6338	0.000083	2084857

9. To amend Articles of Association of the Company with a view to insert provision regarding Consolidation and re-issuance of debt Securities.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 9 (as Special Resolution)	E-Voting	2455354926	99.999873	3115	0.000127	2084683
	Poll	5203631049	100.000000	00	0.000000	201
	TOTAL	7658985975	99.999959	3115	0.000041	2084884

Note: In table No. 1 to 9, percentage of votes in assent and percentage of votes in dissent have been rounded off upto 6 digits after decimal.



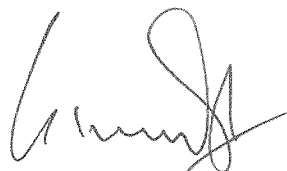
A. Kaushal & Associates
Company Secretaries

14. The votes (through ballots/e-votes) casted by the members of Company in favour of the resolution is more than the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
15. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.
Yours faithfully



CS Amit Kaushal
A. Kaushal & Associates
Company Secretaries
Mem. No. : F 6230
C. P. No. : 6663



Mr. Gurdeep Singh
Chairman & Managing Director

Place: New Delhi
Date: 20/09/2017

